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Global Infrastructure & Project Finance

Global Infrastructure and Project Finance / Global

Rating Criteria for Availability-Based Projects

Sector-Specific Criteria

Application of Criteria: These criteria apply to the rating of debt issued to finance availability-based infrastructure projects. The revenue streams for such projects are underpinned by payments from a grantor, usually a public sector authority, relating to the availability of project facilities and ancillary facility management (FM) services.

This report explains how Fitch tailors its general project finance rating approach to rate availability-based projects. It should be read in conjunction with the agency's global master criteria report, *Rating Criteria for Infrastructure and Project Finance*, dated 16 August 2011.

Long-Term Concessions: Projects covered are usually procured as long-term concessions, under which the single purpose project company (SPP) will be charged with the design, build, maintenance and operation of one or more project facilities over the concession period. In exchange, they will receive a series of periodic grantor payments.

Sectors Covered by Criteria: Typical infrastructure sectors covered by these criteria include social infrastructure and government and transportation. Social infrastructure and government comprises schools, hospitals, prisons, public housing, libraries, courts and government office buildings. Transportation comprises road, mass transit, street lighting and rail projects.

These criteria may also be partly applied in certain circumstances to energy and utilities projects, such as storage facilities, electricity transmission and water supply facilities.

Key Rating Drivers

Operating and Construction Factors: Fitch Ratings has identified five key rating factors for operating projects, with one additional rating factor applying to projects in the construction phase. These are discussed at various points in the criteria report and will be highlighted using the (\blacktriangle) symbol.

Completion Risk: Analysis of this covers the experience and financial strength of the construction contractor relative to the length of the construction phase, complexity of envisaged works and the contractual support package provided. It also covers the financial strength and experience of the sponsors, particularly for more complex transportation projects.

Revenue Risk: This is concerned with the level of project exposure to changes in inflation indices as well as the risk that the project's performance is inherent on the performance regime and exposure to any deductions.

Operation Risk: This covers the operator's performance to date and the allocation of operating and maintenance cost risk among project parties. It also covers the perceived ease-of-replacement of the operator if required and, for larger or more technically-demanding projects, the operator's experience and financial strength.

Infrastructure/Renewal Risk: The risk covers the SPP's obligation to fund and comply with hand-back provisions, and the project's lifecycle cost provisioning profile.

Debt Structure: This reflects the benefit provided to creditors by the covenant package, reserving provisions, hedging and other structural features.

Debt Service: This involves financial metrics and sensitivity analysis.

Peer Group Analysis: This analysis covers the evaluation of each project in relation to Fitch's overall portfolio of availability-based projects.

Related Criteria

Rating Criteria for Infrastructure and Project Finance (July 2012)

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Overview

SPP revenues in availability-based projects, often referred to as availability payments, are largely predetermined according to concession terms. They are usually a function of the extent to which the project is made available for use to the required standard and at the required times. These availability payment revenue streams are largely insulated from risks related to volume and price, and the focus of the analytical process is on the underlying concession terms and risks related to completion, performance, operation and maintenance. Some concession frameworks may include provision for demand-driven revenues. Where material to the rating, risks associated with such revenues will be evaluated under the relevant sector criteria.

Many such projects have been awarded by grantors under framework schemes such as the private finance initiative (PFI) in the UK, various contractual forms referred to as public private partnerships (PPP) used in continental Europe, and P3 (similar to PPP) in Canada, the US, Mexico, Chile, Peru and India, among others. Such contracts are referred to as "concessions" in this report.

Key features of typical availability-based cash flows include the following.

- Stable revenue cash flows: Availability-based projects tend to feature significantly lower revenue risk than other infrastructure projects, as they are based on predetermined tariffs paid by the project grantor for the project being made available for use and certain FM services related to the project. The credit quality of the grantor usually acts as a cap to the rating of the project.
- Unambiguous operating deductions mechanism: Payments are usually subject to
 deductions, determined in accordance with clearly defined project availability and
 performance targets. Although the impact of deductions on project cash flows is rarely
 significant and generally passed on to project sub-contractors, a high degree of deduction
 accrual may trigger a concession termination right for the benefit of the grantor.
- Limited inflation risk: Tariffs are typically subject to indexation, mitigating the impact of inflation on project operating costs which are also typically indexed to inflation. As such, projects are rarely significantly exposed to inflation risk.
- Low completion risk: Social infrastructure projects tend to involve a lower degree of construction risk and operating complexity than other infrastructure projects, such as those in the energy sector, although some transportation projects may involve more complexity.

As a result of these features, availability-based projects generally display more stable cash flows than others in the project finance universe. Consequently, they have historically been subjected to more aggressive financial structures, reflecting higher gearing and lower debt service coverage ratios (DSCR). As such, the margin for error in long-term revenue and cost forecasting for these projects is typically much smaller than for other project types.

Certain projects, such as those in the rail sector, may feature a higher degree of technical complexity. These projects would require a more conservative financial structure and stronger sponsors, contractors and operators to achieve the same rating level as less complex projects.

Even if a project meets the financial-metric requirements for investment grade, other factors may constrain it to a lower rating category. Factors such as weak sponsors, excessive technical risk, partial merchant exposure, sub-investment-grade counterparties or other key risk factor assessments may support a lower rating. Conversely, factors may be present that support a higher rating, such as exceptionally strong contractual protections, a benign industry environment, or market dynamics that reduce potential price or cost volatility. Projects otherwise meeting investment-grade requirements, but exhibiting DSCR coverage profiles lower than indicated for investment grade, are assessed based on the facts and circumstances particular to the project.



Global Rating Rationale – Key Rating Driver Assessments

The table on the following page outlines the attributes that Fitch considers consistent with the assessment (stronger, midrange, weaker) of a typical availability payment project. The table provides qualitative guidance in the assessment of a project. Assessments are broadly comparable across the entire portfolio of Fitch's infrastructure ratings.

The attributes are not exhaustive and some are not relevant for every project. While investment-grade projects typically display attributes that are at least midrange, projects normally display combinations of attributes. Fitch's assessment considers the various attributes based on their materiality, potential effect on performance, and the project's general characteristics. As such, a few strong attributes may outweigh a greater number of midrange attributes to result in an assessment of stronger.

The assessments table primarily reflects project qualities that are typically considered in the assignment of a new rating to a project under construction or with a limited operating track record. The same considerations are relevant for the ongoing monitoring of existing ratings, but attributes relating to forecasts (e.g. operating costs) may be complemented and eventually superseded by the availability of actual performance data. An initial assessment of operation risk suggests midrange could, for example, migrate to stronger as forecasts are confirmed by multiple years of availability data.

Limitations

The criteria do not apply to shadow toll road concessions which, while displaying a similar degree of credit exposure to project grantors as availability-based projects, have revenue streams which are largely derived as a function of the volume of traffic using the roads. See the *Master Criteria* for a complete discussion of limitations on methodology and ratings applicable generally in the context of infrastructure and project finance.



Figure 1
Global Rating Rationale for Availability-Based Projects

	Completion risk	Operation risk	Revenue risk	Infrastructure development & renewal	Debt structure
Description	Risk to the SPP that the project will be completed on time and on budget and that cost/time overruns are mitigated sufficiently.	Level of project exposure to longer-term operating and maintenance cost projections and ability to replace poorly performing counterparties without material deterioration in project finances.	Level of project exposure to changes in inflation indices. Risk inherent on the performance regime and exposure to any deductions.	Quality of provisioning of life cycle risk allocation, impact of hand back provisions.	Risk derived from debt structure, including exposure to floating interest rate, index-linked rate, maturity profile, refinance risk, structural terms/reserves.
Stronger	 Investment-grade construction contractor. Fixed price, date certain, turnkey contract. Completion guarantee from creditworthy party. Liquidity covers liquidated damages, debt service. Ample scheduling allowance to achieve completion. 	Back-to-back pass through of all operating and maintenance expenses to contractor. High degree of visibility around cost of services verified by independent technical advisor (TA) and deep market of replacement contractors. Contracts subject to periodic markettesting/coterminous with debt. For more complex projects, long-term contracts coterminous with debt with investment-grade counterparties and appropriate reserving mechanisms.	 Strong public sector grantor counterparty with good track record of paying on time. Contractual provisions clearly establish strong incentives for grantor performance, including full and timely compensation of debt and equity on any early termination due to grantor option or grantor default. Clearly defined, unambiguous, back-to-back penalty deduction mechanisms in the concession agreement; robust cure period. Negligible exposure to volume risk. Variable costs and related revenue are indexed with no exposure to deflation. 	for above inflationary growth. Hand back requirement reserving begins five to six years prior to termination of concession or are required after debt maturity. Back-to-back pass through of all life	 Senior debt. Fully amortising debt. Any floating rate debt is fully hedged with a highly liquid swap. Strong structural features including 12-month DSRA and robust lock-up requirements. Stable and gradually increasing DSCR profile.
Midrange	 Experienced, possibly investment-grade, construction contractor. Contractor also owns equity in project. Strong budget/contingencies and creditworthy parent guarantees. Liquidity covers LDs and debt service. Adequate schedule for completion. 	 Some uncertainty around cost of services and smaller pool of 	 Midrange public or private sector grantor counterparty. Contractual provisions include adequate provisions to encourage full performance by grantor, including terms expected to compensate debt fully following an early termination due to grantor option or default. Somewhat unclear penalty deduction mechanism or shorter cure period. Negligible exposure to volume risk. Variable costs and related revenue are indexed with limited exposure to deflation. 	 Three-year look-forward/reserving for life cycle costs. Some visibility on cost estimates and revenue provides some cushion for underestimation. Hand back requirement reserving begins three to five years prior to concession termination. Adequate cushion for hand back period requirements. 	 Low exposure to refinancing risk. Limited exposure to floating interest rate. Adequate structural features including six month DSRA. Stable DSCR profile with some pinch points.



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Global Rating Rationale for Availability-Based Projects (Cont.)

	Completion risk	Operation risk	Revenue risk	renewal	Debt structure
Weaker	 Multiple weak contractors. Inadequate budget, contingencies and weak parent guarantees. Delays quickly lead to contract termination, optimistic completion schedule. Relatively complex construction, technology risk. 	Some operating and maintenance expenses retained by the SPP and costs are forecast dependent. More complex operations with limited pool of replacement contractors and limited or no reserving mechanisms/financial guarantees.	Mismatch between variable costs and related revenue. Project is exposed to revenue reductions in a deflationary scenario. Weak grantor counterparty. Contractual provisions, such as compensation following grantor option or default, are ambiguous or incomplete and do not support a conclusion that grantor has incentive to fully perform. Highly open-ended penalty deduction regime or very limited cure period. SPP retains some deduction exposure.	 No look forward/reserving for lifecycle costs. Limited visibility on cost estimates or revenue provides no cushion for underestimation. Hand back requirement reserving begins just prior to concession termination, triggering very tight cash flows. Limited flexibility in the hand back period. 	 Material refinance risk exists. Significant exposure to floating interest rate. DSRA and other structural features provide limited margin of protection. DSCR profile volatile
Relevant indicators	 Contractors' experience. Guarantees. Liquidity strength. Schedule allowance. Performance tests. 	 Operator experience. Operation contract scope. Ease of replacement of operators. 	 Availability-based revenue as a proportion of total project revenue. Credit rating of grantor. Size of deductions cap. Quality of relationship between project parties. 	 Un-indexed life cycle costs as a proportion of construction costs. 	 Reserving provisions. Lifecycle cost schedule. Proportion of fixed-to-floating interest rate, proportion of inflation indexation in revenue as compared to costs. DSCR LLCR Shape of ratio profiles.

Debt service: This Key Rating Driver considers metrics for liquidity, debt service coverage and leverage in the context of the overall risk profile determined by review of the other Key Rating Drivers. A fully contracted availability-based project with predominantly midrange characteristics could be rated in the 'BBB' category with debt service coverage ratios of between 1.20x-1.40x in the rating case, and below investment grade with coverage ratios below 1.20x. Moreover, a project's rating may be constrained by a "weaker" assessment on a Key Rating Driver notwithstanding coverage ratios of 1.20x and higher. This is discussed more fully under "Financial Analysis: Debt Service" below.

Source: Fitch



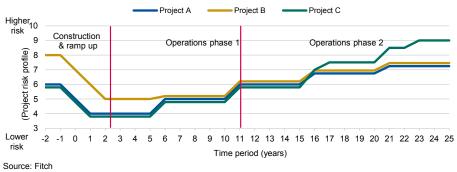
Rating Approach

Figure 1 below indicates Fitch's view of the evolving profile of three illustrative projects.

For Project A, which represents a typical availability-based project, construction and ramp up is well mitigated through a contract with a capable and credit-worthy contractor. Risk increases over time as asset maintenance becomes more significant. In Fitch's view, completion risk is not necessarily the "pinch point" in the rating of Project A. Instead, a combination of long-term cost forecasting risk, with a typically flat base case DSCR profile, places greater emphasis on the accuracy of cost provision in the latter years of the debt's life.

Figure 2

Project Risk vs. Financial Risk Profile



Project B uses a relatively inexperienced contractor for the construction of a large and complex social infrastructure project. In this example, it is more likely that construction risk will constrain the rating.

For Project C, the risk profile increases over time due to a back-ended lifecycle profile, resulting from stringent handover provisions and a short tail period. The threat to debt service in the latter years is likely to constrain the rating.

Much of Fitch's availability-based project portfolio is rated in the 'BB' or 'BBB' categories. It is possible for transactions to be rated higher if they have specific strengths, both in terms of qualitative attributes and/or robust financial metrics, or lower than this if they display weaker attributes and/or credit metrics.

Investment-grade ratings are typically associated with transactions displaying predominantly stronger or midrange attributes, as described in this report, particularly for the key rating factors highlighted in Figure 1 on page 3. In addition, financial metrics would typically be within or above the ranges indicated in the *Financial Analysis* — *Debt Service* section. Nevertheless, other risk factors may be identified in Fitch's analysis as constraining the rating, such as weak contractual arrangements during construction, the inexperience of the operator on a more complex project, or a grantor of weak financial standing.

Project Analysis – Structure and Information

Ownership and Sponsors

Projects supported by availability-based payments are typically smaller in scale and display a lower degree of technical complexity and cash flow volatility than most projects seen in other infrastructure sectors, such as large oil and gas projects with market risk. Therefore, it is less important for such projects to be sponsored by large companies with extensive experience and strong financial capacity. This may not apply to availability-based transportation projects, which can be large and technically complex. For these projects, the quality of the sponsor group can be an important rating factor, with midrange attributes potentially acting as a rating constraint at



the investment-grade level, particularly during construction and the early ramp-up phase of operations.

Nonetheless, availability-based contracts generally have a long duration and typically contain detailed performance tests throughout the contract life. As a result, Fitch considers sponsors which demonstrate long-term commitment to, and expertise in, a particular sub-sector — ideally through the successful implementation and operation of comparable projects — as a project strength.

The relative cash flow stability of availability-based projects often attracts financial investors, sometimes investing through infrastructure funds. This is not necessarily a weakness in Fitch's view, particularly when investing alongside trade sponsors, as some of these investors have significant experience of developing and investing in such projects.

For most projects covered by this report, the sponsor group is likely to have midrange attributes. Stronger attributes would be limited to those projects whose leading trade sponsor has extensive experience in the sector and strong financial capacity, and remains locked in to the project during the key risk periods through ownership covenants. This is only likely to be a key rating driver for larger transportation projects.

Jurisdiction, Structure and Legal Framework

In evaluating the legal framework governing an availability-based project, Fitch focuses upon the track record of tendering and delivering availability-based projects in the relevant country. Frameworks that are supported by the strong, non-partisan commitment of the public sector, and which have practical evidence of the application of, for example, benchmarking and dispute resolution provisions, are viewed more positively. In contrast, ratings may be constrained for projects whose concession contracts were awarded under opaque tender arrangements, with weak political support or little legal precedent.

Use of Expert Reports

In performing its analysis of availability-based projects, Fitch will examine the opinions of the TA, particularly with respect to:

- how the general scope and risk profile of the project compares to its peers;
- · construction costs and timescales, if relevant;
- operating and maintenance cost provisions and timing, including major maintenance costs;
- the capability of key sub-contractors, terms of key contracts and an assessment of the consequences in terms of cost and delay of replacing contractors when required;
- the reasonableness of performance tests and penalty mechanisms in the concession contract; and
- appropriate adjustments to the base case financial model.

Project Analysis — Completion Risk (▲)

Completion risk is an important risk factor for project debt to be rated during a construction phase.

In Fitch's experience, the level of completion risk associated with availability-based infrastructure projects is generally at the lower end of the range for infrastructure projects overall and may demonstrate stronger completion risk attributes. This is because the construction of these projects predominantly involves little more than basic civil engineering. Nonetheless, the expansion of an existing site can present more challenges than a greenfield project, due to the logistical complexity associated with performing construction works in an operating environment.



The construction of road and rail projects may cover significant distances over varying terrain and may involve the installation of signaling and other control and safety equipment, as well as the construction of more complex structures, such as bridges and/or tunnels. The higher degree of complexity pertaining to these projects may result in midrange or weaker attributes.

Technology Risk

For accommodation projects, technology risk would usually more appropriately be termed "design, interface and scheduling risk", and there is limited exposure to higher risk technological equipment or processes. For these projects, stronger attributes would normally apply. Projects whose construction involves the use of specialised equipment, such as tunnel boring machines, would justify midrange attributes.

Contractors

Fitch focuses upon the experience, resources and financial capacity of a project's key construction contractors in relation to its relative scale, technical complexity and timetable. For this reason, the agency would generally apply less stringent tests when analysing contractors in availability-based social infrastructure projects, compared to other types of availability-based infrastructure.

It may not be necessary for the main construction contractor to be of investment-grade credit quality to support an investment-grade senior debt rating for a relatively straightforward project. This may be the case providing the contractor has a demonstrable track record in completing similar projects on time, on budget and to the required standard, and as long as third-party performance bonding provisions or other support are sufficient to cover likely cost increases, should the contractor need to be replaced. Construction contractors in smaller accommodation-based infrastructure projects are often small, local or regional building firms, and a weaker attribute assessment here may not preclude an investment-grade rating for such projects, if the agency concludes it would be relatively easy to replace such contractors if they became unable to fulfill their contractual obligations.

For more complex or larger scale projects, however, the financial strength of the contractor may be a constraining factor on the credit rating, even if it has the appropriate experience to complete the project. In such cases, a midrange or stronger contractor, with adequate performance bonding or other support, would be necessary to avoid constraining the rating.

Cost Structure/Delay Risk/Contract Terms

Figure 3

Typical Construction Contract Terms for an Investment Grade Category Rating

Contract terms

- · Fixed price; date certain; turnkey
- Delay liquidated damages: Pass through to contractor of losses incurred by SPP company due to delay
- Appropriate performance and retention bonding or other liquidity
- Appropriate level of contingency built into cost budget and financing plan
- Defects liability continuing for sufficient period, including latent defects liability
- Reasonable aggregate liability cap (excluding wilful default)

Percentage values for retention, performance bonding and liquidated damages can vary significantly across transactions and will be informed by technical analysis and the financial strength of the contractor. Fitch takes into account the existence of guarantees from the contractor's parent company when assessing the financial strength of the contractor.

For more complex projects (roads, rail, large hospitals or large school portfolios), a weaker contractor (speculative-grade credit quality or less experienced) is likely to constrain the rating to below investment grade, unless compensated for by significant additional performance bonding.

Source: Fitch



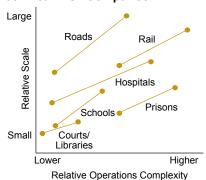
Scheduling and cost risk is influenced by a variety of factors including the project's sector, whether the project involves the development of a greenfield site or the upgrade of existing infrastructure, whether it pertains to a single or multiple sites and by the aggressiveness of the construction timetable. Please see Fitch's report *Rating Criteria for Infrastructure and Project Finance*, dated 16 August 2011, for a detailed assessment of the construction contract terms associated with stronger, midrange and weaker attributes.

Project Analysis — Operation Risk (▲)

The scope and complexity of the SPP's operating responsibilities in an availability-based infrastructure project will vary according to the specific sector, but may include a combination of the following features.

- The provision of day-to-day services to the users of the project, such as catering, cleaning and security, often referred to as "soft FM". Regular day-today maintenance of the project infrastructure, often referred to in accommodation projects as "hard FM".
- Major repairs to the fabric or critical systems of the project infrastructure,

Figure 4 **Technical Risk Comparison**



Source: Transaction documents

sometimes referred to as "life cycle" maintenance. During operations, the precise determination as to whether certain items constitute regular- or major-maintenance, and consequently which party takes the risk related to them, can be open to interpretation, although any such ambiguity tends to relate to relatively minor items.

Note that soft FM services are relevant only for accommodation projects and do not feature in transportation projects. For social infrastructure projects, Fitch regards projects with very limited soft FM scope as marginally stronger than full scope projects, given their reduced potential for incurring performance deductions.

Technology Risk

Availability-based projects do not typically involve machinery operating in extreme environments and requiring constant monitoring, regular maintenance and inspection, such as would be the case in a power plant. Rather, accommodation projects can generally be characterised as requiring ongoing logistical and maintenance challenges. Nonetheless, availability-based projects still encompass a broad range of technical complexity in operations, as outlined in Figure 4. Typically, the provision of equipment (e.g. MRI scanners or computers) would not form part of the concession agreement.

Technical risk can be seen as a function of operating complexity and scale, where:

- Operating Complexity:
 - The scope of services provided by an SPP to a library or court building, which may encompass security, reception and general cleaning, are likely to be significantly more limited than for a hospital, which may also include catering, switchboards, portering and rigorous cleaning (taking into account strict health and safety protocols).
 - Transportation projects may involve the maintenance of infrastructure over a large area, including bridges, signaling and tunnels or managed lanes projects, and are usually more operationally complex than accommodation projects. This is especially true of high speed rail.



 Projects that involve highly critical services, such as hospitals requiring intensive cleaning or prisons featuring enhanced security requirements, tend to contain stricter performance targets and penalty deduction mechanisms than projects delivering services of a less critical nature.

Scale:

Fitch regards larger and multi-site projects as likely to present more technical risk than smaller or single site projects. Firstly, this is due to the increased logistical challenges of larger projects, such as the co-ordination of maintenance services. Secondly, largescale projects can have a wider scope — for example, a large hospital may run its own energy and incineration facilities.

Fitch will review opinions from the technical adviser as to any aspects of the design, materials or maintenance plan for the project's facilities that are not commonly applied in comparable projects; the agency will consider these on a case-by-case basis.

Operator

Investment-grade ratings are typically associated with projects where the SPP's operating responsibilities are passed down in full to an operator that has a proven track record in successfully delivering similar services to comparable projects, and also has sufficient financial capacity to absorb contractual liabilities.

Depending on the scale and complexity of the operating responsibilities, it may not be necessary for the operator itself to be of investment-grade credit quality for the project's debt to be rated investment grade, and operators with midrange attributes may be adequate to support investment-grade ratings of project debt. Indeed, this is often the case in social infrastructure projects. In its analysis, Fitch will consider to what extent the operating service can be provided by a selection of replacement operators and what the cost implications of such replacement might be. Commentary from the technical adviser as to the availability of suitably qualified replacement operators will be an important consideration here.

In more complex and larger scale projects, such as, large hospitals, roads or rail, or projects where the ability to replace the operator at minimal additional cost is uncertain, Fitch will analyse the credit standing of the operator or, if appropriate, its parent company. For such projects, a speculative-grade rating of the operator may act to cap the project's debt rating at that level, barring additional third-party support (such as letters of credit (LOC) or bonding that covers the cost of potential replacement). Such projects would also be expected to have lower leverage and higher debt service coverage ratios than simpler social infrastructure projects.

The operating contract does not always extend for the full duration of the concession. Whilst this situation is less advantageous to the project than a full-term contract, it is more likely to be a material rating consideration in the following circumstances:

- the operator is considered highly capable and is of investment-grade credit quality, such that it may be difficult to find a replacement of similar quality for the remaining concession term:
- the services provided for under the contract are somewhat specialised, implying that it may be difficult to replace the operator at similar cost;
- the concession does not include market testing or benchmarking provisions for operating costs;
- · reliable long-term operating cost benchmarks for the relevant sector are not available; and
- no other contractual or structural protections, such as liquidity support from the sponsors or the existing operator, exist.



Unless it is supported by a LOC or performance bond, Fitch will not generally attribute value to any contractual liability of the operator to the SPP that may theoretically be available upon operator default. This is due to the difficulty in estimating the timeframe in which recoveries could be made. Nonetheless, provision for such payments is important to provide proper alignment of interests between the parties.

Costs

The typically long duration of concession contracts in availability-based projects, combined with relatively high gearing and thin cover ratios, means that often the most significant operating risk is the accuracy of long-term operating and maintenance cost assumptions. A weaker attribute assessment would be associated with less experienced operators and a cost profile at the lower end of the peer group range. A midrange assessment would generally be assigned to projects with regular and major maintenance costs, allocated in the first instance to an experienced operator, with major maintenance cost budgeting in line with, or higher than, its peers. A stronger assessment would relate to projects whose operator's financial strength was high, relative to its obligations to the project. Where Fitch views the contract as priced considerably off-market, it would view the contract as being more likely to be disputed in the long term. In such cases, a midrange or weaker attribute would be appropriate.

In making these assessments, Fitch considers the following issues carefully.

- Which project party the regular and major maintenance costs are allocated to. Usually, regular maintenance cost risk is borne by the operator, but the allocation of major maintenance risk varies.
- The opinion of the TA as to the adequacy of the budgeted cost profile.
- The reputation of the operator and its track record in designing reliable cost programmes. In the agency's experience, major construction firms are more technically able to assess major maintenance costs for facilities they have designed and constructed themselves. Since major maintenance costs are a direct function of choices made during construction design, relating to materials, construction techniques etc., Fitch sees the involvement of a reputable construction company as operator as a credit positive.
- Where possible, Fitch will also compare cost projections with comparable projects to check
 whether a project has a more or less conservative cost profile than its peers (see *Peer Analysis* section). This usually takes the form of metrics such as:
 - o un-indexed major maintenance costs as a percentage of construction cost; or
 - operating and maintenance costs compared to the scale of the project (eg per square metre of hospital floor space, or per mile of track or per train).

In conducting such analysis, Fitch is aware of possible anomalies with individual projects: it would, for example, take into account the fact that higher construction costs may be accounted for by a specific design feature, or the selection of more costly materials or systems. This would in turn, generate savings on maintenance costs going forward, and in such cases, lower maintenance costs as a percentage of construction may be justified.

- The structure of any maintenance reserving mechanism (*MRM* see *Structural Features* section).
- A comparison of the project's major maintenance cost profile with similar projects, and as
 commented upon by the TA: a significantly back-ended profile would put greater reliance
 on the MRM and increase Fitch's perception of handover risk during the concession tail.
 High inflation, or a mismatch between the building cost index and traditional RPI or CPI,
 could amplify this scenario.



There are periodic benchmarking and market-testing mechanisms in some availability-based projects, whereby soft or hard FM costs are compared to those in similar projects or put out to tender. In either case, should the cost of the tested project service be outside the specified tolerance range around the established market rate, the service price would be reset and the resulting cost reduction or increase passed through to the grantor.

Fitch regards such mechanisms as a credit benefit, in that they mitigate the risks associated with long-term cost projections. Market testing should include a transparent and competitive bidding process to be effective, in which bidders believe themselves to have a genuine chance of winning the contract, rather than merely validating the price of the incumbent operator.

When considering availability-based toll roads projects, it is also important that the project has protection against cost increases resulting from an increase in traffic volume; it could otherwise be faced with higher infrastructure maintenance costs and/or lower available service quality.

Fitch would consider as a credit negative a lack of clarity in the documentation — with regard to the process of allocating responsibilities for any causes of delay — and irregular timetables.

Tail Risk

Availability-based projects typically require that the project's assets are handed over to the grantor at the end of the concession in a condition suitable for continued operation. In addition, the debt secured on such projects is often scheduled to fully amortise between six and 18 months before the concession maturity, thus allowing for a relatively short debt-free tail in which to refurbish the assets if necessary. In any case, the project does not have the option of continuing to operate the assets following the expiry of the concession contract.

Fitch will consider to what extent the maintenance budget and timetable is sufficient to allow handover conditions to be met, and will evaluate the technical advisor's assessment, adjusting its analysis as necessary. In particular, Fitch will examine the profile of major maintenance. For projects where there is a high level of major maintenance forecast for the final years of the concession and close to debt maturity, Fitch will place greater emphasis on the robustness of the MRM (see below).

Assessment

Availability-based projects typically have stronger attributes in this category, unless the project is experiencing material deductions.

Factor

Revenue (▲)

Risk

Project Analysis — Revenue Risk (▲)

Unlike other infrastructure sectors, availability-based project revenue is not materially exposed to volume or price risk.

Baseline gross revenue, subject to indexation throughout the concession life, is fixed prior to the start of the project. Fitch will consider to what extent this indexation offsets corresponding indexation of operating costs, and whether there is any residual exposure to inflation. Although far less common, Fitch will also assess the project's exposure to risk introduced through the use of different indices, used to escalate revenue and cost streams respectively (basis risk). Please see *Additional Stresses* section.

The project's revenue stream can also be affected by benchmarking or market testing provisions in the concession contract. However, any changes would be matched by back-to-back changes to its operating costs and hence leave the project neutral from a cash flow perspective (see *Costs* section).

Performance Risk

Availability-based project revenue risk is closely linked to operating risk, since concession contracts specify, often in significant detail, the standard to which these responsibilities are to be performed throughout the concession grace periods and the penalties that the SPP would incur if it fails to meet them.



Penalties are generally split between those incurred for specific performance failures that do not affect overall project operation, and those incurred when all or part of the project facilities are not available for use at the required times and to the required standards. In general, transportation projects only tend to include penalties resulting from non-availability; as such, railway track or road availability is the key revenue driver. Both types of penalty reduce SPP revenue, with penalties relating to project unavailability generally being the more severe.

In most cases, the SPP should be able to pass the effect of deductions on to the operator, as the operating contract will typically include near-identical deduction mechanisms (although often subject to an annual cap). This would be reflective of a stronger attribute assessment, on the basis of the strong alignment of interest between the SPP and the operator. However, failure of the SPP to meet these performance standards may entitle the grantor to terminate the concession.

Fitch will evaluate the performance standards, as well as the manner in which penalties incurred for repeat failures increase in magnitude over time, as set out in the concession contract. It will also take into account the technical advisor's view of such mechanisms, as regards whether they are reasonable, achievable and consistent with those of comparable projects.

Fitch would generally regard deductions of greater than 2% of revenue in any given period for European projects as material, and suggestive of operating problems; Fitch would normally expect these to remain below 1%. However, the definition of materiality with respect to deductions may differ between regions and, in fact, specific contracts. In a scenario in which the agency considers a project to be experiencing a material level of deductions, it would seek to understand how such a situation could be rectified. It would also look for any evidence of a deteriorating relationship between the SPP and the grantor which, if actually the case, could indicate a more fundamental threat to the ongoing viability of the project.

Fitch has seen few examples of projects incurring material performance penalties. It is not clear whether this is because operators have generally performed well so far, because performance tests have been set too leniently, or because grantors have not implemented performance regimes strictly. Therefore, Fitch believes there to be a structural risk in these transactions, ie the public sector may choose to implement performance tests more rigorously, particularly in the context of tighter government budgets. However, this risk should be mitigated by detailed performance provisions in the contracts and by the ability of disputes to be referred to independent arbitration.

Furthermore, the operational performance of an availability-based project is reasonably transparent due to detailed, granular and often daily performance testing. In contrast, poor operating performance of an energy project, for example, may not be apparent until it leads to a major outage, when the financial implications could be severe.

For availability-based transportation projects, the public authority retains all control over capacity allocation. Although these schemes appear less risky than those involving traffic risk, availability-based projects remain exposed to events such as strikes, flooding, contamination, disruption of power supply, soil settlement or soil movement beyond specified tolerances, which may trigger under-performance and, in turn, application of penalties. The definitions of performance in terms of speed, safety, comfort, response time in failure etc, and of non-attributable events for which the project will not be held accountable and therefore penalised — such as extraordinary weather conditions — are thus critical and generally more difficult to determine than in social infrastructure.

Fitch considers the inclusion of a detailed and non-subjective set of acceptance tests in the concession contract as a credit positive.



Grantor Credit Profile

A key factor in the analysis of an availability-based project, dependent on payment streams from its grantor, is the nature of the public sector grantor of the concession contract. This applies both to the terms of its statutory powers to grant the concession and its financial capacity to honor its contractual commitments. The assessment of the grantor's financial strength is particularly important, given the pressure on public sector budgets currently being experienced across many countries in which Fitch rates such projects.

Even within the same country, the statutory organisation and powers of the grantor may vary from sector-to-sector. Fitch will examine carefully the precise nature of the grantor's relationship with the host government on a project-specific basis.

In evaluating the financial capacity of the grantor, Fitch makes use of its public ratings or, if these are not available, relies on internal expertise in the sector to assess this risk factor. For the avoidance of doubt, Fitch does not automatically assume that the project counterparty rating would be the same as the senior debt rating (if available) of the grantor, as it may be that its payment obligations under the concession contract rank subordinate to debt and other senior obligations. Fitch's assessment of the grantor's financial risk will be a cap on the project's rating.

Revenue Risk — Hybrid Transactions

Some projects derive a portion of their revenue from sources other than the main concession contract. This un-contracted revenue tends to be most significant for rail projects, where it can relate to the sale of non-contracted network capacity to third-party train operating companies (TOCs) whose payments are not guaranteed by the grantor, or to some proportion of ticket sales. When analysing such projects, Fitch will generally adapt its availability-based infrastructure rating criteria to accommodate the project's exposure to volume and/or price risk in its revenue stream by applying the relevant sector criteria or the master criteria.

Typically, such projects would likely have midrange attributes for revenue risk, although stronger attributes may be possible for core rail infrastructure projects, where evidence of demand for use of the network from third-party TOCs is readily available. Such projects may derive up to 50% of aggregate revenue from such sources.

Some light rail projects have exposure to non-availability revenues in the form of ticket sales, which can make up around 30% of revenue. In these cases, Fitch would again adapt its availability-based infrastructure rating criteria to accommodate the hybrid nature of the revenue stream. Such projects are likely to have midrange attributes for revenue risk and require higher cash flow coverage in order to achieve the same rating as a project with 100% availability-based revenues. In addition, the peer group used for such rating analysis would include a combination of availability-based projects and those with significant market risk.

Other hybrid examples include some Spanish PPP schools where a material amount of income is derived from tuition fees, catering and sports activities. Furthermore, some street lighting projects in France derive income from Wi-Fi access. Some hospital projects may derive a small portion of their revenue (usually less than 5%) from ancillary activities, such as car parking or leasing retail space in the hospital or at a train station. As long as the agency considers these revenues to be underpinned by solid fundamentals — to the extent that debt service is materially supported by them — then it would not penalise the project debt's rating. Rail projects may also derive a small part of their revenue from similar sources at train stations.

Termination Event Risk (Pre-maturity)

Termination, whether due to grantor default, force majeure or a grantor exercising an option to terminate for convenience, should typically trigger compensation from the grantor for at least the full amount of the rated debt. The timing and mechanisms for receipt by the SPP of these

Risk Factor Assessment Termination Event Risk

A midrange attribute is associated tighter performance the parameters in operating contract than in the concession contract. A stronger attribute may relate to projects with very few termination events (eg LIFT projects) or for transactions where the compensation mechanism guarantees 100% debt repayment in the case of an SPP default, and there exists sufficient liquidity to continue to service debt.



payments are reviewed by Fitch, and should allow for timely repayment of the debt, consistent with its rating.

Fitch is generally more focused on the risk of concession termination due to a performance default by the SPP; this is particularly important for availability-based projects, given that the concession contract is usually the project's only source of revenue and, following termination, the project's assets are generally transferred back to the grantor.

A typical midrange attribute for availability-based projects would feature performance thresholds for penalties and termination that are more stringent in the operating contract than in the concession agreement, thereby allowing the project to replace the operator before concession termination is an option for the grantor. In particular, Fitch would expect to conclude that the likelihood of termination due to SPP performance failure is remote, in order for a project to attain an investment-grade rating.

A stronger attribute for availability-based projects would reflect a concession contract containing very few termination provisions, ensuring that any such project is notably less exposed to the risk of contract termination than others.

A stronger attribute may also be appropriate for some of the earliest UK PFI transactions, which included compensation clauses requiring the full payment of senior debt and breakage costs by the grantor in the case of SPP default. More recent transactions envisage compensation for SPP default, usually determined by a market test of the project's value; in theory at least, this may yield compensation lower than the rated debt outstanding.

Fitch's infrastructure ratings are its opinion of the probability of default of the rated debt instrument, and address the timely payment of interest and principal according to the loan or bond documentation. As such, ratings do not take into account recoveries post-default, while compensation mechanisms only influence the rating to the extent that the project is supported by sufficient liquidity features — such as cash, reserve accounts, bank liquidity facilities or the structural deferability of interest and principal — to allow it to avoid a payment default prior to the scheduled receipt of a compensation payment. Furthermore, compensation would need to be sufficient to allow for the repayment of 100% of principal, accrued interest and costs. Clarity with respect to the timing of compensation payments in the concession agreement, or the existence of precedents, would be important for this analysis.

Infrastructure Development/Renewal (▲)

Fitch considers reinvestment plans with respect to major maintenance and lifecycle provisions and what the plan means for the project's ability to meet handback requirements under the concession agreement. Projects that have detailed plans for infrastructure renewal and have accounted for these costs in the financial forecast with required pre-funding of a five-year look forward major maintenance reserve and a handback reserve at least five to six years in advance of the end of the concession will, all else equal, be viewed as having a stronger attribute. Those projects with less detailed planning or shorter term reserve requirements including a three-year look forward reserve for life cycle costs and a handback reserve that begins three to five years in advance of concession termination will be viewed as having a midrange attribute. Lastly, those projects which lack detailed planning or have little to no requirements to pre-fund major maintenance and handback reserves would be deemed weaker for this attribute and may have their ratings constrained. In addition, Fitch also considers a project's ability to withstand stresses to its lifecycle costs as part of its assessment of the Infrastructure Development/Renewal attribute. Those projects that can withstand a significant amount of lifecycle stress are viewed favorably.



Infrastructure Development/Renewal			
Stronger Attributes	Good visibility on cost estimates and revenue provides adequate cushion for above inflationary growth. Required pre-funding of five-year look forward reserve for lifecycle costs. Hand-back requirement reserving begins five to six years prior to termination of concession or required after debt maturity. Back-to-back pass through of all life cycle expenses to a financially strong counterparty.		
Midrange Attributes	Some visibility on cost estimates and revenue provides some cushion for underestimation. Required funding of three-year look-forward reserve for life cycle costs. Hand-back reserve requirement begins three to five years prior to concession termination.		

Limited visibility on cost estimates or revenue provides no cushion for underestimation. No

Attributes requirement to fund look forward reserve fund for lifecycle costs. Hand-back reserve requirement begins just prior to concession termination, triggering very tight cash flows.

Weaker

Source: Fitch

Financial Analysis — Debt Structure (▲)

Typical features of most availability-based project financings include: a moderate to high level of leverage, with 80%-90% of project costs usually funded by senior debt; relatively thin coverage ratios, with DSCR in the range of 1.15x-1.30x for most projects; and 20-30 year tenors, with tail periods often as short as 6-18 months between debt maturity and the end of the concession. While project-related risks for these credits may generally be characterised as at the lower end of the infrastructure spectrum, and although financial structural features may be typical for project finance, they often display aggressive financial metrics, which Fitch considers as offsetting many of these strengths. This is one of the main reasons why such projects have historically been rated in the 'BB' or 'BBB' categories, despite low revenue risk.

Debt Characteristics and Terms

Debt amortisation profiles for these projects tend to be highly sculpted. They often fluctuate to accommodate undulations in the project's forecasted major maintenance and tax cost profile, in order to achieve a flat DSCR profile in the sponsor's base case. In Fitch's view, however, this has the consequence of making project cash flows highly sensitive to relatively small movements in cost levels or timing. This is considered further in the *Financial Analysis — Debt Service and Counterparty Risk* section.

Structural Features

A maintenance cost reserve structure is important to smooth cash flows resulting from changes to the timing of major maintenance costs; such reserve also provides debt holders with some visibility on near-term operating costs budgets and limits distributions to sponsors. However, such features do not themselves protect the project from the risk that the original major maintenance cost assumptions made at financial close are too low. In such a situation, and regardless of reserving structure, there would be an impairment of the project's long-term cash flows.

To be effective, such mechanisms need to be supported by a transparent and regular process for revising major maintenance cost forecasts, and incorporating corresponding revisions into the required reserve balance.

Typically, the target balance of such reserves is calculated on an ongoing basis, based on the forward-looking profile of maintenance costs with declining percentages (for example: 100% of the first year projected cost; 50% for the second year; 25% for the third year), although Fitch has also seen fixed accrual structures. A fixed accrual structure would be materially weaker than a dynamic mechanism, unless it was reviewed and re-profiled on an annual basis.

Fitch observes that in projects where the major maintenance risk is borne by the operator, the maintenance reserve at the SPP level tends to be correspondingly weaker than if the SPP were undertaking the major maintenance cost risk (usually one-year mechanisms versus two- to three-year mechanisms respectively). In this case, to justify a stronger attribute, the transaction

Risk Factor Assessment Structural Features (▲)

A midrange attribute is associated with maintenance reserve accounts based on a three-year dynamic mechanism, with annual review by an independent technical adviser and six months debt service reserve account (DSRA). A stronger attribute would reflect the inclusion of a 12-month DSRA.



would typically need to contain provisions for the MRM to revert to a two- or three-year mechanism, should the operator's financial profile weaken or should the major maintenance cost profile increase materially.

Given the generally tight levels of debt service coverage in availability-based projects and the potential for maintenance cost timing shocks, Fitch regards a debt service reserve account (DSRA), sized to cover the next six months of interest and principal on an ongoing basis, as an important structural feature, and consistent with a midrange attribute. In some markets, projects benefit from 12-month DSRAs, which would correspond to a stronger attribute.

Financial Analysis — Debt Service (▲)

Model

Most availability-based projects in Fitch's portfolio display relatively thin base case interest coverage. This, combined with the common practice of borrowers to sculpt principal repayments so as to achieve flat base case DSCR profiles, brings the accuracy of the borrower's modeling assumptions into sharp focus. It is not uncommon for the agency to observe actual DSCRs that vary somewhat from base case expectations. Common explanations for this include the timing of revenue receipts during the early stages of operation and corresponding movements in working capital, or differences between actual periodic major maintenance spending and what had been budgeted.

Given the inherent forecasting errors in these assumptions, Fitch generally adopts the following principles in its analytical approach.

- · Financial metrics are only one part of Fitch's analysis.
- DSCR or loan life cover ratio (LLCR) metrics are assessed in five basis point (bp) bands (for example: 1.11–1.15x; 1.16–1.20x; 1.21–1.25x) rather than to a single bp.
- Given forecasting risk and the likelihood that a project's cost budget will change regularly
 over time, both in terms of amounts and profile, Fitch generally considers average, rather
 than minimum, financial metrics. The minimum is also tested, but is less likely to drive the
 rating analysis unless there are extended periods of low coverage. This is because the
 agency assumes that the SPP will have some flexibility to adjust near-term maintenance
 costs if cash flow becomes tight.

Fitch's Rating Case

Given the inherent revenue stability in availability-based transactions, Fitch's rating case is likely to be much closer to the sponsor's base case assumptions than would typically be the case for other infrastructure sectors. In developing its rating case, Fitch considers a combination of variables, including:

- · operating and maintenance costs and timing;
- SPP costs (eg insurance, premises and overheads);
- · availability and performance deductions; and
- interest and inflation rate stresses, should these risks be largely unhedged.

Fitch may make adjustments to cost, timing or performance assumptions if they: appear to be outside the range seen for similar projects; are inconsistent with actual results for the rated transaction; or based on the opinion of the independent technical adviser.

In analysing the transaction's financial metrics, Fitch assumes no benefit from the pass-through of performance penalties or cost increases to the operator, or benchmarking. Instead, it focuses on the ability of the SPP to bear these risks itself. It then assesses the resulting average DSCR and minimum LLCR levels against the indicative reference points for an 'A' category rating (see Figure 5) and 'BBB' category rating (illustrated in Figure 6). Positioning within the indicative ranges would be dependent upon scope of services complexity. For



availability-based projects Fitch will typically make adjustments to the sponsor base focusing on operations and maintenance (O&M) expenses, payment deductions, and lifecycle costs to develop a reasonable Fitch case. Fitch will also consider the minimum DSCR throughout the life of the financing to assess sensitivity to timing mismatches. In particular, Fitch often sees the lifecycle costs risk as the critical risk for availability-based projects. Mitigation of this risk (for example with extensive reserving mechanisms) across the project's life, may justify lower DSCR for a given rating. 'A' category ratings will usually apply to projects that benefit from a robust balance of 'stronger' and 'midrange' attributes on key rating drivers.

As stated above, financial metrics are only one part of Fitch's analysis.

lighting, light rail Other rail 1.60 and above depending on risk profile It is important to note that ratings are not derived simply from DSCRs Fitch also considers the attribute assessments for each of the key rating drivers in determining a rating for a project Source: Fitch Figure 7 Indicative 'BBB' Category Cover Ratios in Fitch Case (x) Average DSCR Schools, libraries, courts, transmission projects 1.20–1.40 (typically at lower end of the range)				
Schools, libraries, courts, transmission projects Hospitals, social housing, prisons, roads and street lighting, light rail Other rail It is important to note that ratings are not derived simply from DSCRs Fitch also considers the attribute assessments for each of the key rating drivers in determining a rating for a project Source: Fitch Figure 7 Indicative 'BBB' Category Cover Ratios in Fitch Case (x) Average DSCR Schools, libraries, courts, transmission projects Hospitals, social housing, prisons, roads and street lighting, light rail Other rail 1.30 –1.70 (typically at lower end of the range) 1.20–1.40 (typically at lower end of the range) 1.20–1.40 (typically slightly higher in the range) 1.20–1.40 (typically slightly higher in the range) 1.30 and above depending on risk profile It is important to note that ratings are not derived simply from DSCRs Fitch also considers the attribute assessments for each of the key rating drivers in determining a rating for a project	3	n Fitch Case		
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each of the key rating drivers in determining a rating for a project	Other rail	1.30 and above depending on risk profile		
	each of the key rating drivers in determining a rating for a project			

Additional Stresses

In addition to its rating case analysis, Fitch tests the sensitivity of the project's cash flows to changes in key assumptions.

- Cost Inflation: Fitch tests the net exposure of the project's cash flow to any mismatches in inflation indexation between the project's revenue and cost streams. In examining this risk, the agency takes into account inflation hedging that may form part of the financial structure. Specifically, Fitch assesses how much of an increase in inflation the project can tolerate above the assumption in Fitch's rating case before the minimum DSCR falls to 1.0x i.e. the breakeven inflation increase. For an investment grade rating the project should typically be able to withstand RPI +2%, however, this could vary depending upon the make-up of component costs such as labor and raw materials.
- Interest rates: Fitch adjusts Libor (or equivalent) assumptions in the financial model throughout the life of the debt to evaluate the effectiveness of any interest rate hedging arrangements in place.
- Maintenance costs: Fitch assesses how much of an increase in regular and major maintenance costs the project can tolerate before the minimum DSCR falls to 1.00x — i.e. the breakeven cost increase — and also the project's susceptibility to changes in timing of these costs.
- All costs: Fitch assesses how much of an increase in all costs (operating and maintenance) the project can withstand and meet minimum DSCR break-even coverage of 1.0x.

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These stresses are summarised in the following table.

	tress Tests Sensitivity variations in weakest year ('BBB' category indication) (%)		
	Fitch base case inflation or interest rates adjusted by +/- 1% throughout debt life	Hard FM/regular I maintenance & soft FM	Lifecycle/major maintenance
Schools, libraries, courts hospitals, prisons	A change of +/- 5 basis points in DSCR suggests a structural exposure that would be a notable financial weakness, given the relatively thin coverage of these projects	+25–45	+40-60
Roads, rail	As above	Soft FI	M not applicable
		Stresses for re maintenance are devel specific basis, as pr	•
Source: Fitch			



Peer Analysis (▲)

Figure 9

Typical Peer Group Components

J	•		
	Transaction A	Transaction B	Transaction C
Sector	Healthcare	Education	Transportation
Status	Operating from 2003 (old hospital) final completion achieved in March 2009	Operating since 200	Construction
Revenue	Stronger	Midrange	Midrange
Operation	Midrange	Midrange	Midrange
Infrastructure/renewal	Midrange	Midrange	Midrange
Debt structure	Stronger	Midrange	Stronger
Debt service	Midrange	Stronger:	Stronger
Current ADSCR	1.26x	2.03x	N/A Construction
Average ADSCR	1.22x	1.66x	1.93x (Projected)
Lock-up ADSCR	1.15x	1.10x	1.20x
Average LLCR	1.32x	2.41x	1.95x (Projected)
Rating/credit opinion (denoted by ^a)	BBB	BBB+ ^a	BBB-
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Note that normally, transactions from the same sector only would be included. The inclusion in this example of three different sectors is for illustrative purposes only. The ratings and credit opinions included in the table are point-in-time and included for illustrative purposes only.



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